

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23372-m FILED

AUG 31 '01 : 1:44 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 31, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment, dated August 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Rider No. 5 and Rider No. 7 previously filed with the Board under Recordation Number 23372-G and 23372-I, respectively.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, OR 97035

Assignee: First Union Rail Corporation
6250 River Road
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is:

Rider No. 5: 85 railcars FEC 6000 - FEC 60084
Rider No. 7: 82 railcars bearing FEC reporting marks and
road numbers attached hereto

Mr. Vernon A. Williams
August 31, 2001
Page Two

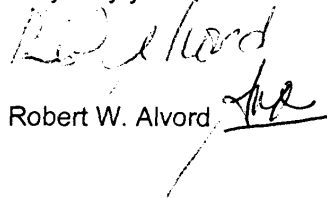
A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT dated as of August 31, 2001 is between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Lease Agreement dated as of May 1, 2000 and Riders No. 5 and 7 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Florida East Coast Railway, LLC.

B. A Memorandum of Rider No. 5 to the Lease was recorded on April 5, 2001 under recordation number 23372-C, as amended under recordation number 23372-6 on August 30, 2001. A Memorandum of Rider No. 7 to the Lease was recorded on August 30, 2001 under recordation number 23372-7.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated August 31, 2001 pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING CORPORATION

By: Mark Rittenbaum

Name: Mark Rittenbaum

Title: Vice President

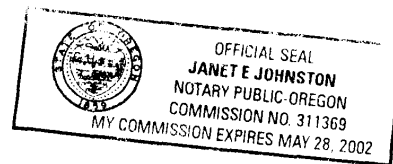
STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 28th day of August, 2001 by Mark Rittenbaum Vice President of GREENBRIER LEASING CORPORATION, a Delaware corporation.

Janet E. Johnston
Notary Public

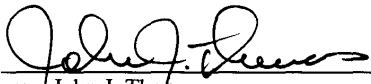
My commission expires: 5/28/2002

[Notarial Seal]



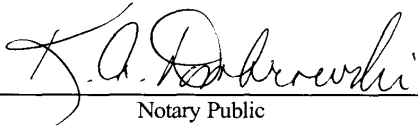
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: 
Name: John J. Thomas
Title: President

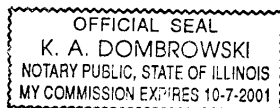
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 29th day of August, 2001 by John J. Thomas, as President of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.


Notary Public

My commission expires: 10/7/2001

[Notarial Seal]



Schedule 1
to Memorandum of Assignment

Railcar Description:

1. Eighty-five (85) three-unit, double-stack railcars with 53-foot wells marked and numbered FEC 60000 through FEC 60084, inclusive; and

Eighty-two (82) stand-alone double-stack railcars, 58 of which are marked and numbered FEC 70990 through FEC 71049, with the exceptions of FEC 71026 and FEC 71034, and 24 of which are marked and numbered as follows:

FEC	70001	FEC	70014
FEC	70002	FEC	70015
FEC	70003	FEC	70023
FEC	70004	FEC	70024
FEC	70005	FEC	70026
FEC	70006	FEC	70027
FEC	70007	FEC	70031
FEC	70008	FEC	70035
FEC	70009	FEC	70037
FEC	70011	FEC	70039
FEC	70012	FEC	70040
FEC	70013	FEC	70053